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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. **20901-A**
JUN 28 '02 4-00 PM
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

June 27, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Bill of Sale, dated as of June 26, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Lease Agreement which was previously filed with the Board under Recordation Number 20901.

The names and addresses of the parties to the enclosed document are:

Assignor:	Fleet Capital Corporation One Financial Plaza, 5 th Floor Providence, RI 02903
Assignee:	Emigrant Business Credit Corp. 101 Executive Blvd. Elmsford, NY 10523

A description of the railroad equipment covered by the enclosed document is:

131 railcars BNSF 534344 – BNSF 534475 (except 534419)

Mr. Vernon A. Williams
June 27, 2002
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Assignment and Bill of Sale

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

**MEMORANDUM OF ASSIGNMENT AND
BILL OF SALE**

Memorandum of Assignment and Bill of Sale, made and entered into as of June
26, 2002 by and between FLEET CAPITAL CORPORATION, Assignor and
EMIGRANT BUSINESS CREDIT CORP., Assignee.

WITNESSETH:

The undersigned have entered into a certain Assignment and Bill of Sale, dated as
of June 27, 2002, by which Assignor has sold and assigned its right,
title and interest in and to certain railroad equipment and the leases and beneficial
interests therein to Assignee, and Assignee has accepted and assumed all duties and
obligations of Assignor with respect thereto. The railroad equipment and documents
related thereto are set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum
to be duly executed by their respective officers duly authorized as of the date and year first
above written.

FLEET CAPITAL CORPORATION

By: Annemarie L. Warren

Name: Annemarie L. Warren

Vice President

Title: _____

RECORDING NO. 20901-A FILED

JUN 28 02

4-00 PM

SURFACE TRANSPORTATION BOARD

EMIGRANT BUSINESS CREDIT CORP.

By: _____

Name: _____

Title: _____

**MEMORANDUM OF ASSIGNMENT AND
BILL OF SALE**

Memorandum of Assignment and Bill of Sale, made and entered into as of June 27, 2002 by and between FLEET CAPITAL CORPORATION, Assignor and EMIGRANT BUSINESS CREDIT CORP., Assignee.

WITNESSETH:

The undersigned have entered into a certain Assignment and Bill of Sale, dated as of June 27, 2002, by which Assignor has sold and assigned its right, title and interest in and to certain railroad equipment and the leases and beneficial interests therein to Assignee, and Assignee has accepted and assumed all duties and obligations of Assignor with respect thereto. The railroad equipment and documents related thereto are set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FLEET CAPITAL CORPORATION

By: _____

Name: _____

Title: _____

EMIGRANT BUSINESS CREDIT CORP.

By:  _____

Name: Craig Hamrah

Title: EVP

STATE OF MASSACHUSETTS)
)
COUNTY OF SUFFOLK)

SS: 6/26/02

On this 26th day of June, 2002, before me personally appeared Annemarie L. Warren, to me personally known, who being by me duly sworn, says that she is the Vice President of Fleet Capital Corporation, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

Kathleen P. Davis
NOTARY PUBLIC

My commission expires: 5/22/09

STATE OF)
) SS:
COUNTY OF)

On this _____ day of June, 2002, before me personally appeared _____, to me personally known, who being by me duly swotn, says that he/she is the _____ of Emigrant Business Credit Corp., that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

STATE OF MASSACHUSETTS)
)
COUNTY OF SUFFOLK)

SS: June 27, 2002

On this 27th day of June, 2002, before me personally appeared Annemarie L. Warren, to me personally known, who being by me duly sworn, says that she is the Vice President of Fleet Capital Corporation, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

STATE OF NEW YORK)
)
COUNTY OF WESTCHESTER)

SS: June 27, 2002

On this 27th day of June, 2002, before me personally appeared Craig Hamrah, to me personally known, who being by me duly sworn, says that he/she is the Executive Vice President of Emigrant Business Credit Corporation, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires:

MARY HAN
Notary Public, State of New York
No. 01HA4849439
Qualified in Queens County *2005*
Commission Expires Sept. 30, 2005



SCHEDULE A

Attached to and made a part of the following: True Lease Schedule No. 03365-00007, Acceptance Certificate with The Burlington Northern and Santa Fe Railway Company

QTY	DESCRIPTION	MARKING NUMBERS
131	1997 Trinity Industries Inc. Covered Coil Steel Cars	BNSF 534344 - BNSF 534418 BNSF 534420 - BNSF 534475

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

DEPRECIABLE TAX LIFE IS SEVEN YEARS

FLEET CAPITAL CORPORATION

BY: 

NAME: JOHN J. GOULD

TITLE: Vice President/Sr. Lender

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

BY: 

NAME: Paul J. Weyandt

TITLE: Assistant Vice President-Finance
and Assistant Treasurer